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COMICS



ALL NEW
X-MEN
SPECIAL
EVENT

OCTOBER '96



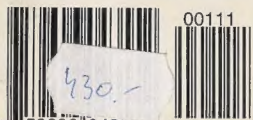
X-MEN!

THE ROAD TO

ONSLAUGHT



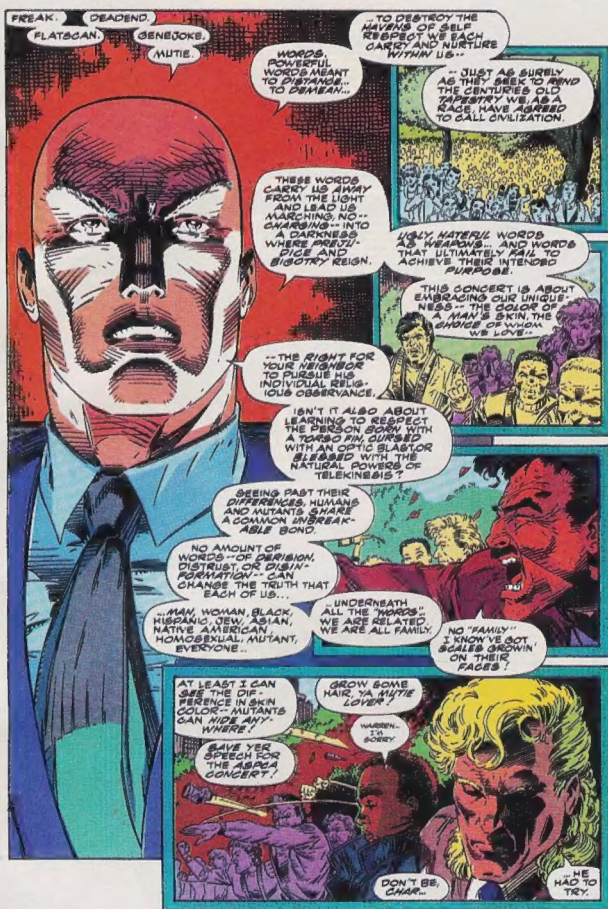
DIRECT EDITION



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\$2.50 US \$3.50 CAN



It was a matter of physics.

The higher one climbs, the farther one falls...and in all the Marvel Universe, no man climbed higher than Professor Charles Francis Xavier.

Captain America was stronger.
Mr. Fantastic was smarter.
Thor, more majestic.

But it was Professor X who overcame his physical handicap to concentrate on the power given him at birth—the mutant ability to read and control men's minds.

Spider-Man became a hero by accident.
Iron Man became a hero by necessity.
Hulk, a victim of his own ambition.

Xavier was born different.
Even greater than the genetic

potential locked within his DNA, was his vision. As his powers developed, he understood he had a responsibility to use those powers to unite the races of Homo Sapiens and Homo Superior. He was, in fact, a man with a dream.

But dreams are for people that sleep—carefully arranged shadows which dance along the periphery of a man's subconscious. Few are the dreams that can still exist in the harsh light of day.

This collection chronicles with newfound insight and never before revealed behind-the-scenes information the story of a man who, in his own words, awoke from a sleep to discover his dream had gotten away from him...had grown, taken a life of its own, and had become a nightmare.

That nightmare's name...is ONSLAUGHT.

And it all began one night in Cairo, when a man confronted his destiny...

"ON GUARD, MY SHIELDS UP AND READY, I ENTERED THE BAR. THE ATTACK OUTSIDE HAD BEEN INTENTIONAL. SOMEONE HAD SEIZED MY POWER WHEN I STOPPED THE GIRL AND HAD DELIVERED A VERY BLUNT WARNING.



"I FLASH-PROBED EVERYONE IN THE ROOM, BUT ROBERT OBSERVED ANY REAL PSI TALENT. I KNEW HIS ESSENCE WAS HEAVY, PROBABLY SIZING ME UP.



"I DIDN'T HAVE LONG TO WAIT.

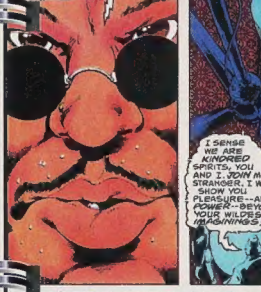


"WE SPOKE MIND-TO-MIND, AND MY SAKIN CRAWLED AS I FELT HIS THOUGHTS. IT WAS LIKE SWIMMING IN A SEA OF AGAGOTS.



"A STRANGER."

"I DID YOU WELCOME, "STRANGER." OWN THIS EMBLEM. I SHOULD YOU WISH TO PARTAKE OF ANY OF ITS FRANCHISE... DELIGHTS... YOU HAVE BUT TO ASK."



"AT WHAT COST TO CONSIDER HIMSELF WITH THE FEELINGS OF A THIEF? HIS PREY? MASTER?"



"YOU AND I ARE MUTANTS—TELEPATHS, TRUE, WE HAVE EXCEPTIONAL ABILITIES, BUT WE ALSO HAVE A RESPONSIBILITY TO USE THOSE ABILITIES FOR THE BENEFIT OF OUR FELLOW MAN."

"WE'RE NO KINDRED SPIRITS, AMAHL FAROUK, AND I SWEAR I WILL NOT REST UNTIL YOU'RE BROUGHT TO JUSTICE FOR YOUR CRIMES!"

"I KNEW I WAS RUNNING A FEARFUL RISK, AS MY ASTROAL FORM NEEDED THE USE OF MY BODY HAD NEVER BEEN MET ANOTHER TELEPATH BEFORE."



"IN MY HEART, THOUGH, I KNEW I HAD NO ALTERNATIVE."



"A FOOL—OR A COMRADE?"



"SOME THING ELSE."



"AND REALITY TWISTED INSIDE-OUT AROUND US. THE DARK CORRIDORS OF FAROUK'S SALOON SWIRLED WAY TO..."

"THIS IS LIKE MY FIRST NIGHT PATROL IN KOREA. I WAS SO SCARED I COULDN'T THINK STRAIGHT—AND THE WORST THING ABOUT IT WAS THE SUSPENSE."



"AND UNPULLED AS THE CHALLENGED PARTY."





Xavier's encounter with Amahl Farouk, the Shadow King, was his first realization that he was not alone. Until that point, he had only theorized the existence of other mutants.

The Shadow King's malevolence had a profound effect on the young Charles. He was confronted by the fact not all mutants shared his view of a better tomorrow for all races. It was at that moment Xavier decided to dedicate himself to insuring not only the safety of mutants from humans...but also to the protection of humans from mutants who would use their powers against them.

He also acknowledged that in order to accomplish this goal, he was going to need help.

Nowhere was the potential for success greater than in the possible alliance between Xavier and Erik Magnus Lehnsherr.

However, life—as it so often does—had other plans.

Long before he met Xavier, Lehnsherr had lost his family to the ravages of a world at war. Having witnessed first hand man's inhumanity to man—and man's capacity to inflict atrocities upon all who are cursed with the appellation of "different"—the young gypsy would one day become a genetic freedom-fighter dedicated to the creed of "Never again."

The world had already created its own monster...the man who would one day become Magneto.





Unfortunately, differing opinions would end their friendship.

For years, these two former friends found themselves locked in combat with each other.

Xavier's X-Men championed the cause of mutant coexistence, while Magneto and his Acolytes had dedicated their lives to mutant superiority over the genetic majority.

The years of conflict ended in tragedy. In a moment of supreme frustration, Xavier used his telepathic abilities to shut down Magneto's mind.

But rather than end the threat posed by a mutant determined to rule at the expense of an entire world, Xavier's act of desperation actually set in motion a series of events that would do more damage than a hundred Magnetos.

In that moment, an unsuspecting world could not have known... the Onslaught had begun.









HAD YOU ASKED
ME LAST WEEK,
I WOULD HAVE
INSISTED WE WERE
NIGHT AND DAY.

THAT WAS
BEFORE...?

BEFORE I
TALKED OFF
THIS WING?
YES.

BEFORE I
REACHED INTO
HIS SOUL AND
SHUT DOWN
NOT ONLY HIS
POWER...

...BUT EVERY
...NO, WAIT, NAME
AND POWER I'D
EVER POSSESSED

HE SAID
HE'D RETURN--

...I FINDED
HIM HIS...

SO THAT
AREN'T YOU
FORGETTING
ONE AND THE
SAME?

THE BILLION GOD
LIVES HE PLACED
IN JEOPARDY--

--BY WARPING THE
EARTH'S ENTIRE
ELECTRO-MAGNETIC
FIELD?

THE
THOUSANDS
OF LIVES
LOST?



THE PAIN
YOU'RE FEELING
IS A
DECISION HE
TOOK OUT OF
YOUR HANDS

DO YOU
HONESTLY
BELIEVE...

--IF THE
SITUATION
WAS
REVERSED--

--HE WOULD
SEND EVEN AN
ARMY OF
FISTS OVER
YOUR FATE?

YOU'RE
SAYING,
THEN--MY
GUILT--

IS ALL
THAT
SEPARATES
US?

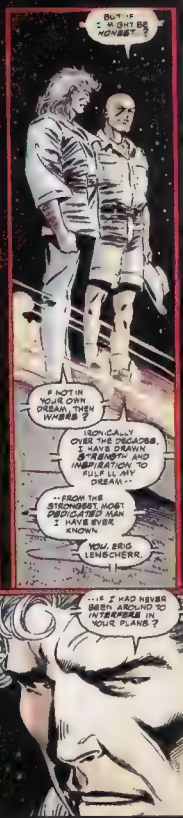
IT'S ONLY
ONE OF THE
THINGS THAT
SEPARATES US,
CHARLES.

BUT IT IS
CERTAINLY A
GOOD PLACE
TO START.

Over time, the line between Magneto and Xavier's way of thinking would grow progressively thinner—while the threat that was Onslaught grew ominously stronger.



Was this simply a dream... or was it, perhaps, the influence of another's presence within the recesses of Xavier's mind?



Xavier was neither so naive nor presumptuous as to believe he was without his own mental conflicts which needed to be addressed.

Years ago, in one of his earliest encounters with Lilandra of the alien Shi'ar race, it was made clear to him through his own actions that it was not enough to merely suppress his anger and frustration. He needed to face his own fears head-on, lest they consume him.



That was years ago.

This time, of course, was different.

This time...he was not alone.



The Professor did, however, partially fulfill his need through the "birth" of his X-Men...a family in their own right.

Xavier had lost the use of his legs, yet his mutant ability allowed him to travel the world—to soar to heights uncharted and to dive deep into the minds of his fellow man. Although he was a man who could not walk, there was no place he could not go.

Let other people be stymied by the way the world is, Xavier had always been able to see the world for what it could be...until now.



Up until now, balance had always kept Xavier centered.

He had long ago forsaken any hope for a family; such was his dedication to the task at hand.

The very strength of Xavier's faith lies in his conviction to question that faith. In the past, the answers to those questions added further to the infrastructure of a dream.

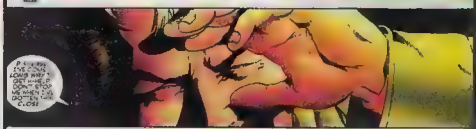
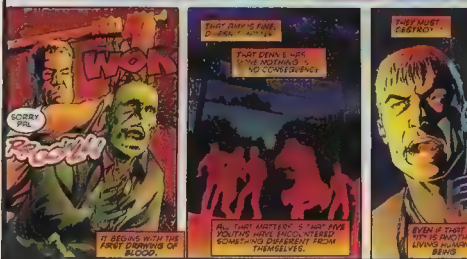
That changed with the introduction of the essence of Magneto into the mind of Professor X.

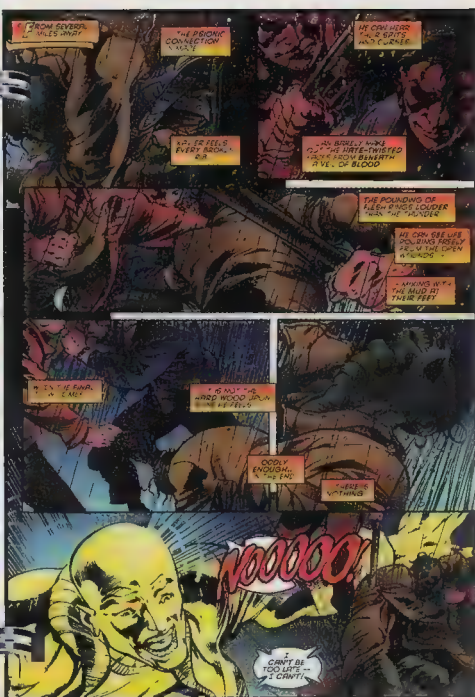
Every failure seemed a tragedy. Every setback became an irreparable disaster. Every doubt seemed an admission of defeat.

Though he reached out to the students who had become his comrades—to the charges who had become his friends—there was more lurking within his heart and mind than even Xavier could know.



Even more of a turning point for Xavier than the advent of the Legacy Virus, or the acceptance that Sabretooth was indeed beyond redemption, was the death of the young mutant named Dennis Hogan.







Dennis Hogan, feared and hated for the monstrous appearance he took due to his mutant condition, had traveled halfway across America in a desperate bid for help—help from the legendary X-Men.

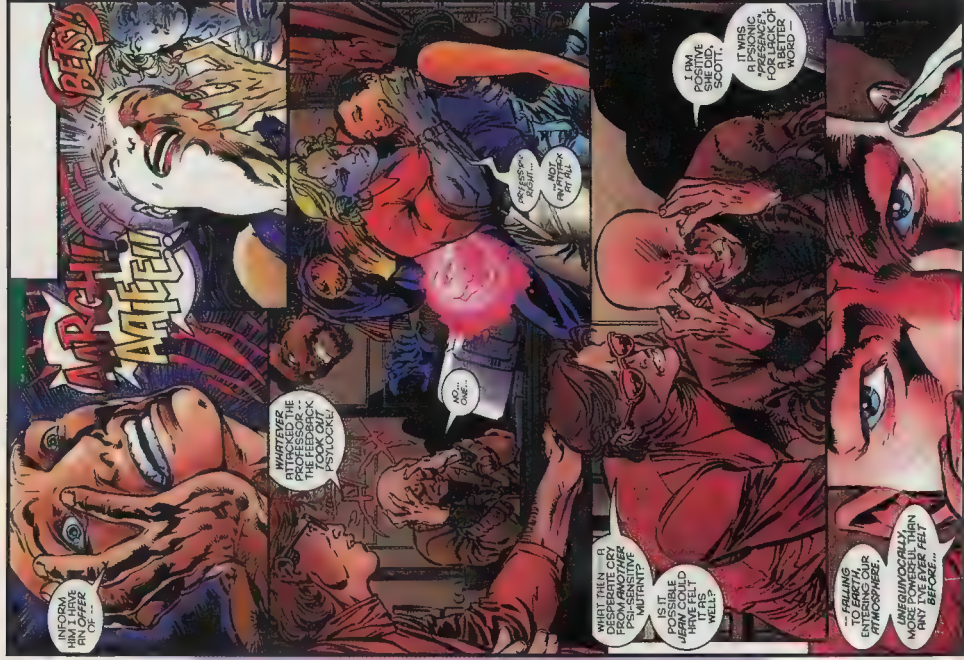
Help which, sadly, never came.

Intellectually, Xavier understood he and his former students were only “human”—that it was impossible to save everyone.

Emotionally, however, he was devastated. He believed this young man's blood was on his hands. As difficult as the current situation was, it is possible Xavier would still have been able to control the psionic creature that was incubating within him...if not for...

...the coming of the X-Man...

It was about this time that young Nate Grey fell to Earth; a refugee from another reality—where the Genetic Warlord known as Apocalypse had ultimately destroyed the very world he had sought to rule—Nate was a mutant of seemingly uncharted potential.



How Does Onslaught Intend To Accomplish His Stated Goal of Creating A Collective Intelligence?

1) "Recruit" and ultimately unite two of the most powerful mutant minds on the planet. The easily manipulated child, FRANKLIN RICHARDS...and the pure, primal, untrained psionic energy that rages nearly unchecked through the mind of NATE GREY, X-MAN.

2) Make his intentions known to the planet Earth. That is, "Very shortly, I will be in charge of all your thinking. Do not fear me, for I will be a kind and gentle shepherd to a frightened and confused flock." Why be so blatant about it?

Shrewd manipulator that he is, ONSLAUGHT realizes that if he lets the world know he is out there--like a shark circling in the water--that it will increase feelings of anxiety and paranoia and fear and hopelessness...all these emotions and the resultant mass hysteria will [a] help raise the level of psionic activity to a fevered pitch and allow him more energy to wield, and [b] it will have the added benefit of preparing the weaker minds to be assimilated--this is the psionic equivalent of swabbing alcohol on the skin prior to the injection.

ONSLAUGHT MADE EASY/6 (Onslaught's agenda)

3) Release an army of Sentinels upon the streets of Manhattan. Why--to bully the masses? So that SENTINELS are on hand to pull the heroes off of ONSLAUGHT's back during the final moments?

While ONSLAUGHT would be happy to have you believe he simply wants to use SENTINELS to contain the frightened masses...his motivation is much more devious.

Similarly, in his progressively aggressive state, ONSLAUGHT doesn't believe he has anything to fear from the insignificant "heroes" of the world.

No, like EVERYTHING he does, ONSLAUGHT has a more devious plan in mind. (After all, one of the most frightening aspects of a psionic omnipotent villain is the fact that you can't trust what you normally think. It is the art of distraction, the art of hiding in plain sight as it were.)

For the past several months, ONSLAUGHT has been raiding Sentinel Processing Plants* and awaying with Sentinel researchers. Why? Well, the rest of the Marvel Universe will take a while to learn this... but it is because ALL SENTINELS are equipped with the ability to cancel out psionic energy in their mutant targets. So, with a little manipulation of the psionic technology within, ONSLAUGHT can create the opposite effect...

Rather than cancel psionic energy, the technological wonders that are SENTINELS are capable of containing psionic energy (ie, the fear and panic of an entire city of millions), channeling it, redirecting it to a single source... ONSLAUGHT.

Again, it will take a while for the heroes to see past the obvious "SENTINELS terrorize Manhattan" ploy.

* see X-Men #46 and recent X-Force issues.

ATEWAY's
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ONSLAUGHT MADE EASY/7
(Onslaught's agenda)

4) It is not enough to simply have psionic energy, even vast amounts of it...ONSLAUGHT needs the means to bind all minds together. (Similarly, it is not enough to have all the water you want if you're going to put out a fire you need a bucket or a hose or some means to use what you have [water/psionic energy] to achieve your goal [put out the fire/create Collective Intelligence].)

In UNCANNY #332, XAVIER learned of the existence of Landau, Luckman and Lake and the proliferation of pan-dimensional portals woven throughout the planet! If ONSLAUGHT can tap into that, he can spread his own thoughts throughout the entire planet with a single thought.

To answer the unspoken question "Why is ONSLAUGHT concentrating on Manhattan?" it is because this is where the Mother of all of these doorways exist...smack dab in the HEART of New York City...

...in the heretofore unseen GRAND CHAMBER of the MORLOCK TUNNELS! (Wow, the resolution of the traitor story line and the origin of the Morlock Tunnels--this is turning into one hell of a story befitting of the sub-title "The Greatest X-Men Story Ever told!")

Located beneath the entire length of Central Park, at some point ONSLAUGHT is going to need to expose (i.e., rip the face off of) Central Park to reveal this horrific bubbling "cauldron" of energy that he intends to wield.

How does he intend to wield that energy...?

ONSLAUGHT MADE EASY/8
(Onslaught's agenda)

5) By using GATEWAY.

This story will ultimately reveal/hint at GATEWAY's origin. We'll discover over the years he has taken great interest in all psionically powered mutants (XAVIER, M, CHAMBER to name a few) because he knew that they among any others were capable of wielding the ambient energy capable of inadvertently destroying the world. But, because he serves the energy itself...he serves the one who wields that energy! (...not unlike the Watchers who disclaim any moral obligation to help avert disasters, or GALACTUS who sees his acts as nothing more than sustenance.)

To recap Onslaught's Agenda:

- 1) "Recruit" FRANKLIN and X-MAN.
- 2) State his intentions to the world.
- 3) Release the Sentinels on Manhattan.
- 4) Expose the core of ambient, world wide energy which exists in the Morlock Chamber beneath Central Park.
- 5) Use GATEWAY to disseminate his hyper-psionic energy throughout the world using the pre-existing Landau, Luckman and Lake energy portals.



During a battle that should never have come to pass between Xavier and Nate, X-Man did the heretofore impossible and yanked Xavier's essence out of the psionic plane and into our everyday reality.

What he also did—though no one could have known it at the time—was provide the creature named Onslaught a physical body and the opportunity to enter our world...

The evil that had been growing within Charles Xavier was now free.



Onslaught began covertly testing the Professor's former students through the use of powerful henchmen, like POST.



Who is Onslaught?

Onslaught is an entity initially created in X-Men #25 when Professor Xavier "mind-wiped" his one-time best friend Magneto.

Over a period of several months (exacerbated by the spreading of the Legacy Virus, his "failure" with Sabretooth, and the death of the young mutant in X-MEN PRIME), Xavier's kinder and gentler personality started to give way to the onslaught of Magneto's megalomania.

NOTE: In its earliest

manifestations,

ONSLAUGHT manifested

himself in terms of pure rage...as

witnessed by his first open assault on

Juggernaut in UNCANNY X-MEN #322.

He has since matured and

developed with each manifestation.



Xavier's Goals + Magneto's Methods = ONSLAUGHT

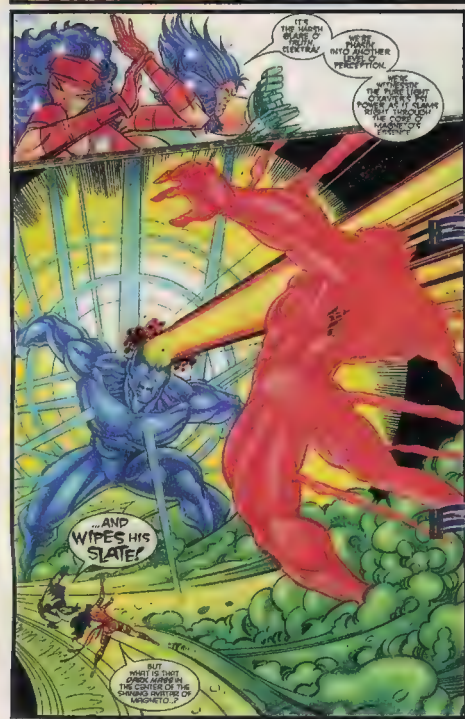
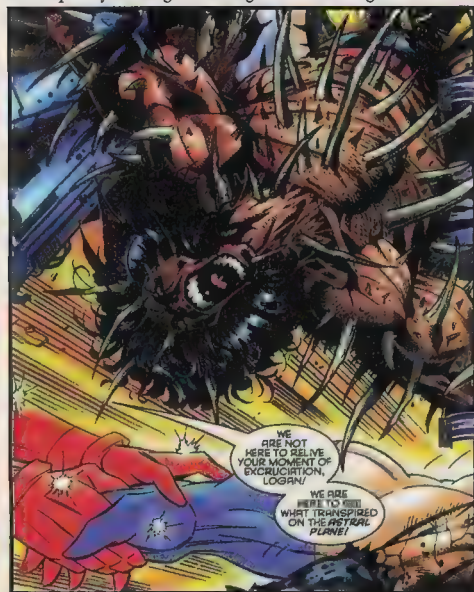
Kind and gentle man believes in a world of peaceful coexistence.

Emotionally scarred megalomaniac believes it is up to him to rule/save everyone... by any means necessary.

All-powerful omniphath

determined to rule/save the world... by any means necessary.

As painful as this must have been for Xavier, he knew through his own experiences that within each of us is the capacity to do great things...as well as great harm.





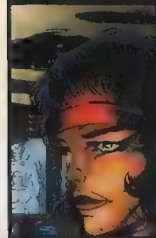
CHARLES

HE
PLANTED
SOMETHING
INSIDE
YOU

WE'RE
BACK IN THE
LOGAN

GRIFFIN'S
MUSIC JUNCTION,
DOWN

LESS
HE HAS SOME
THING ELSE TO
SHOW



IT'S
AS IF YOU
HAD
PUSHED
XAVIER
IN
TURNED
THE
CHAINS
ON
LOGAN

KAM
WAS
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XAVIER



WAS
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YOU
RE
THE
MUTANT

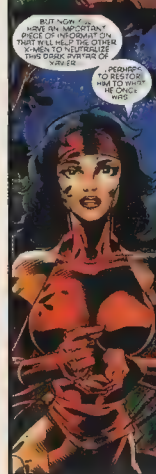
MAGNETIC
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WOULDN'T
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HAD
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THAT



IF
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FUTURE
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WAS
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BECAUSE
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ONE
WHO
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PAST
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WHO
DIED



BUT
NOW
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I
WILL
HOLD
THE
OTHER
MENTO
NEUTRALIZE
THE
DARK
SIDE
OF
XAVIER

NEUTRALIZE
THE
DARK
SIDE
OF
XAVIER
TO
SAVE
HIS
LIFE

SO
WILL
I
BE
THE
RIGHT
ONE
TO
DO
IT
AND
ALL
THE
MUTANT
MEN

IF
I
DON'T
DO
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WILL
BE
THE
ONE
WHO
DIES



I
NEED
TO
BE
A
MAN



YOU
STAY
DOWN

XAVIER'S
SCHOOL OF MUTANTS

LET
ME
TALK
TO
YOU
MUTANT
MEN
I
WILL
TEACH
YOU
ALL
ABOUT
THE
PAST
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FUTURE
AND
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WILL
TEACH
YOU
ALL
ABOUT
THE
PAST
AND
THE
FUTURE



What Is Onslaught's Goal?

A hypertrophic version of XAVIER's dream of peaceful co-existence between all races, ONSLAUGHT (arguably the world's most powerful telepath) intends to create a world free of independent thought by bonding all of humanity* into a single Collective Intelligence!

While there might be people who would argue that humanity has been given a fair chance to get its act together, the threat of ONSLAUGHT goes much MUCH deeper than the profound loss of mental freedom.

There is a reason why XAVIER never took the easy way out by using his mind to help create a Collective Intelligence. That is because...

Yes humans & mutants

...it's not possible.

ONSLAUGHT MADE EASY/3
(Onslaught's goal con't...)

That is, the human mind is a fragile and complicated thing...it is not capable of joining into a Collective Intelligence! If all minds on the planet were psionically joined together by a single intelligence, each human mind would be completely overwhelmed by this psionic onslaught. (It would be the equivalent of throwing a twig into a river! It would be like all the organic material that is in an orange trying to squeeze itself into the skin of a grape...again, it is not possible. The human mind doesn't work that way.)

While XAVIER long ago acknowledged the impossibility of it all (not to mention the undesirability and all the moral ramifications if it were possible), ONSLAUGHT is megalomaniacal enough to believe HE (with the proper precautions) is capable of uniting all human minds into a Collective Intelligence. He believes his will is strong enough to sort of hold everyone in the cradle of his mind.

But he is wrong.

And that's what makes him the most dangerous threat the world has ever faced.

Unlike other previous super-villain's motivations (like MAGNETO's goal of world dominion of mutants over humans, or SINISTER's humanity-be-damned-in-the-name-of-science, or APOCALYPSE's survival-of-the-fittest), if ONSLAUGHT succeeds, it means the END OF EVERYTHING.

What Is Onslaught's Goal?

A hypertrophic version of XAVIER's dream of peaceful existence between all races, ONSLAUGHT's goal is to free of the world's most powerful mutants.

ONSLAUGHT MADE EASY/4
(Onslaught's goal continued)

That is, if all humanity is linked into a Collective Intelligence, despite ONSLAUGHT's best efforts and megalomaniacal claims to the contrary, there will NOT BE a sort of XAVIERian Utopia. Just the opposite. There will be no thought whatsoever. Every human AND mutant mind on the entire planet will be overwhelmed by this psionic onslaught.

There will be no winners...

...no survivors...

...no chance for the classical "small band of freedom fighters to overthrow a tyrannical despot."

There will be no smoking battlefield where an APOCALYPSE or a DR. DOOM or a SINISTER or a MAGNETO might stake a claim of leadership over a world in turmoil.

No, if ONSLAUGHT succeeds in his stated arrogant-yet-somehow-benevolent goal of creating a Collective Intelligence...it will ultimately mean not only the end of independent thought...but the end of ALL THOUGHT whatsoever, as well as the potential for ANY thought at all.

(This fact is not lost on even the most self-assured super-villains of the world...more on that later.)

...of world domination's motivations (like SINISTER's humanity-be-damned-in-the-name-of-science, or APOCALYPSE's survival-of-the-fittest), if ONSLAUGHT succeeds, it means the END OF EVERYTHING.

X-MEN

1-16

Lobdell-Wald

ONSLAUGHT:

48 Pages

Written by Scott Lobdell & Mark Waid

THE ROAD TO ONSLAUGHT

PAGE ONE

(FULL-PAGE SPLASH) NOTE TO ADAM: Please use UNCANNY X-MEN #287 as REFERENCE for three pages.

Alternating, I assume, between the TAPE itself, and JEAN actually making the tape. Scott Lobdell
 WRITER shot is a straightfoward shot of JEAN looking directly at the us as she says... "Alex? Kurt? Sean? Cable... Anyone?!"

Scott Lobdell & Mark Waid

PAGE TWO

A series of panels. ONSLAUGHT DEVELOPMENT

Following information: "I don't even know if this transmission is being recieved. If any one of you is receiving this, we need to be aware of what is happening at

Brandon Peterson, Terry Austin, John Byrne, Jan Duursema,

Dan Panosian, Ron Garney, Dan Green, Andy Kubert, Matt Ryan,

John Romita, Jr., Steve Epting, Dave Cockrum, Joe Madureira,

Tim Townsend, Brian Hitch, Val Semeiks, Bud LaRosa, Casey Jones,

sounds Professor Xavier has gone insane. As far as I can tell,

Juggernaut was the last to see him.

Tom Simmons, Adam Kubert

FEATURED ARTISTS

PAGE THREE

"I'm the only one left who can make this message...and he's made it

Scott Lobdell, Mark Waid, Chris Claremont, Fabian Nicieza, Larry Hama, Jeph Loeb, Terry Kavanagh, Warren Ellis

about--" There is a X-MEN panel in the OFF-PANEL, causing her to avert her attention... "You? You may have killed the X-Men...YOUR

X-MEN...but the dream will never..." "....Die?" comes a word from OFF-PANEL as JEAN seemingly fries from within. Then the screen goes completely white.

2 Moore Artists

DESIGN

CUT TO:

PAGE FOUR

Going from the horror we have just witnessed, to the elree calm of a summer morning here at the ESTATE. Though the sun is just now coming over the horizon, to the mountains of dark and ominous clouds. We should get a really dramatic shot of the estate--maybe

ASSISTANT EDITOR

Suzanne Gaffney Beason

EDITOR

Bob Harras

EDITOR IN CHIEF



COMBINED WITH NEWFOUND INSIGHT AND NEVER BEFORE REVEALED BEHIND-THE-SCENES INFORMATION, THIS IS THE STORY OF A MAN WHO, IN HIS OWN WORDS, AWOKE FROM A SLEEP TO DISCOVER HIS DREAM HAD GOTTEN AWAY FROM HIM...HAD GROWN, TAKEN A LIFE OF ITS OWN, AND HAD BECOME A NIGHTMARE.

THAT NIGHTMARE'S NAME...IS **ONSLAUGHT.**